

EXHIBIT G



California Regional Water Quality Control Board

Los Angeles Region

Winston H. Hickox
Secretary for
Environmental
Protection

320 W. 4th Street, Suite 200, Los Angeles, California 90013
Phone (213) 576-6600 FAX (213) 576-6640
Internet Address: <http://www.swrob.ca.gov/~cwqcb4>



Gray Davis
Governor

May 28, 1999

Ed Loney
Mr. Thomas N. Fuelling
Lawry's Food, Inc.
222 E. Huntington Drive, # 100
Monrovia, CA 91016-3500

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Claim No. Z 237 114 678

Mr. George Ghebranious
Caltrans, District 7
120 South Spring Street
Los Angeles, CA 90012

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Claim No. Z 237 114 679

CLEANUP AND ABATEMENT ORDER NO. 99-037, CONOPCO AND CALTRANS -FORMER CHROMAL PLATING FACILITY, LAWRY'S CALIFORNIA CENTER, 528 SAN FERNANDO ROAD, LOS ANGELES (FILE NO. 95-084)

Dear Mr. Fuelling and Mr. Ghebranious:

Enclosed is Cleanup and Abatement Order No. 99-037, directing you to cleanup and abate the discharges of chromium and hexavalent chromium into soil and groundwater at the former Chromal Plating facility, located at 528 San Fernando Road, Los Angeles, California, in accordance with the time schedule specified in Attachment A of the Order.

This Order is issued under section 13304 of the California Water Code. Should you fail to comply with any provision of this Order, you may be subject to further enforcement action, including injunction and civil monetary remedies, pursuant to appropriate California Water Code sections including, but not limited to, sections 13304, 13350, 13385, and 13386.

If you have any questions concerning this Order, please contact Ms. Ana Veloz-Townsend at (213) 576-6738.

Sincerely,

Dennis A. Dickerson
DENNIS A. DICKERSON
Executive Officer

Enclosure

cc: See Mailing List

Post-it brand fax transmittal memo 7671	# of pages 9
To: Dan Smith, Under Secretary	From: Bruce Edelson
cc: Jennifer Rothman, LFR	
Subject: Bruce Smith, FFS	
Fax #	FY I

California Environmental Protection Agency



Our mission is to preserve and enhance the quality of California's water resources for the benefit of present and future generations.

CAO No. 99-037

Mailing List

May 28, 1999

Mr. Dan Meer, U.S. Environmental Protection Agency, Region 9, Permits Branch
Mr. Jim Kassel, State Water Resources Control Board, Division of Water Quality
Mr. Jorge Leon, State Water Resources Control Board, Office of Chief Counsel
Mr. Bruce Edelson, Qualified Settlement Fund
Ms. Eileen Winternute, LFR Levine-Fricke

California Environmental Protection Agency



Our mission is to preserve and enhance the quality of California's water resources for the benefit of present and future generations.

Bruce H Edelson TEL: 310-544-8098 Jun 04 99 21:13 No. 017 P. 02/09

STATE OF CALIFORNIA
CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD,
LOS ANGELES REGION

CLEANUP AND ABATEMENT ORDER NO. 99-037

REQUIRING CALTRANS AND CONOPCO, INCORPORATED
TO CLEANUP AND ABATE
CONDITIONS OF SOIL AND GROUNDWATER POLLUTION
CAUSED BY THE RELEASE OF CHROMIUM

(FILE NO. 95-094)

The California Regional Water Quality Control Board, Los Angeles Region, finds:

1. The former Chromal Plating Company (Chromal) site is located at 528 San Fernando Road, Los Angeles, California (the Site). Releases of hexavalent chromium have been documented at the Site and these releases have impacted both the soil and waters of the State.
2. The Site is comprised of approximately 2.3 acres of vacant land. The former Chromal Plating Company was a commercial plating facility that occupied this property from the early 1940's to the late 1959's. In 1959, ownership of the northern portion of the Chromal site (coinciding with the Golden State Freeway overpass and adjacent right-of-way area) was transferred to the State of California (Caltrans). Ownership of the southern portion of the Chromal site was subsequently transferred to Conopco, Inc. which then used the property as a parking lot for the former Lawry's California Center. In late 1998, ownership of the southern portion of the Chromal site was transferred from Conopco, Inc. to Nadler Cypress Holdings LLC.
3. Conopco and Caltrans (hereinafter called the discharger) entered into a Remediation Agreement, regarding remedial activities to be performed at the former Chromal site. The Caltrans and Conopco, Inc. Qualified Settlement Fund was created to manage and fund the remediation of the Chromal site.
4. In 1991, Phase I, Phase II, and Phase III of the soil and groundwater investigation activities were completed at the Site. Results were documented in the report entitled *Summary of Phase I, II and III Soil and Groundwater Investigations through December 1991* dated June 4, 1992, prepared by Levine-Fricke. Soil samples collected exhibited metal concentrations ranging from 0.06 to 760 mg/kg in the shallow vadose zone soils.
5. In 1992, additional soil investigations were completed at the Chromal site in order to determine the extractable concentrations of chromium in soils identified during the previous site assessment activities. Results were documented in various reports, and also are summarized in the report entitled *Summary of Subsurface Investigation Activities Through December 1992* dated January 25, 1993, prepared by Levine-Fricke. Soil samples detected extractable chromium concentrations up to 11 mg/L and total chromium concentrations up to 19,443 mg/kg.

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6. In 1993, an additional soil investigation and initial groundwater investigation were completed at the Chromal site in order to delineate the vertical and lateral extent of chromium-affected soil and determine if groundwater had been impacted by the release of chromium. Results were documented in the *Soil and Ground-Water Assessment Summary Report* dated August 26, 1993, prepared by Levine-Fricke. Soil samples collected exhibited total chromium, hexavalent chromium, and extractable chromium concentrations up to 6,600 mg/kg, 110 mg/kg, and 8.3 µg/L, respectively. Groundwater samples collected exhibited total chromium and hexavalent chromium concentrations of 11 and 12 mg/L, respectively.
7. Based on the results from the previous site assessment activities, additional soil and groundwater investigations were conducted in 1994. Results were documented in the *Phase V Assessment Report* dated October 18, 1994, prepared by Levine-Fricke. Soil samples collected exhibited total chromium concentrations up to 3,100 mg/kg. Groundwater samples collected exhibited total chromium and hexavalent chromium concentrations of 35 and 34 mg/L, respectively.
8. Several investigations of subsurface soil and groundwater were conducted from 1991 to 1998. The *Site Assessment Report* dated November 4, 1997, prepared by Levine-Fricke, documents the investigation results. The subsurface investigations have revealed that vadose zone soils at the site contain elevated concentrations of chromium. Total chromium concentrations are generally on the order of 100 to 1,000 mg/kg with a maximum of 19,443 mg/kg. Hexavalent chromium is present at concentrations up to 1,600 mg/kg. Hexavalent chromium has been measured in groundwater beneath the site at concentrations up to 34 mg/L.
9. On September 15, 1998, a *Remedial Action Plan* dated September 14, 1998, prepared by Levine-Fricke, for the Chromal site was submitted to this Regional Board for staff review. The Remedial Action Plan (RAP) recommended in situ treatment and stabilization of chromium-impacted vadose zone soils, which involves using ferrous sulfate as a reducing agent and portland cement to stabilize the mixture. The RAP also recommended stockpiling of excess treated soils, shallow excavations, loading of excess treated soil for off-site disposal, and construction of an asphalt cap over the site surface. The estimated quantity of soil to be processed is 6,500 cubic yards.
10. The discharger developed remedial goals for the protection of both human health and groundwater quality. On October 21, 1998, the Regional Board concurred with the recommendations set forth in the RAP, but also requested the test results from the treatability study prior to full-scale operation of the soil remediation activities. The results from the treatability testing for the stabilization of soils containing chromium at the site is documented in the *Fourth Quarter 1998 Status Report* dated January 8, 1999, prepared by Levine-Fricke.
11. Quarterly groundwater monitoring has been conducted for approximately six years. The *First Quarter 1999 Status Report* dated April 9, 1999, prepared by Levine-Fricke summarizes the groundwater monitoring results collected to date. The chromium

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groundwater plume identified appears to have stabilized and the chromium concentrations in groundwater have generally decreased over time. The groundwater will continue to be monitored during soil remediation activities and the need to implement an active groundwater remediation system for the cleanup of the chromium groundwater plume will be evaluated upon the completion of the soil remediation activities and one year of post-remedial groundwater monitoring.

12. The Regional Board adopted an amended Water Quality Control Plan for the Coastal and Watersheds of Los Angeles and Ventura Counties (Basin Plan) on June 14, 1994. The Basin Plan designates beneficial uses and establishes water quality objectives for inland surface waters, groundwater, coastal waters and wetlands. Existing or potential beneficial uses for groundwater underlying the Site include municipal and domestic supply, agricultural supply, and industrial process and service supply.
13. This Order is an action taken for the protection of the environment and, as such, is exempt from the provisions of the California Environmental Quality Act in accordance with California Code of Regulations, Title 14, Chapter 3, Section 15321.

IT IS HEREBY ORDERED, pursuant to Water Code Section 13304, that Caltrans and Conopco, shall comply with the following requirements:

1. Cleanup and abate the condition of soil and groundwater pollution and threatened pollution caused by the historic release of metals by implementing the following actions:
 - a. Implement the RAP and any amendments presented by the discharger and approved by this Regional Board. This shall include remediating the soil and groundwater to the cleanup levels developed for the Site.
 - b. Implement a quarterly groundwater monitoring program for all wells located on the site. Groundwater samples shall be analyzed, at a minimum, for VOC's, total chromium, hexavalent chromium, sulfate, chloride, boron, pH, temperature and TDS. Baseline groundwater data for these constituents must be collected prior to implementing soil remediation activities.
 - c. The activities specified in Item 1a and b above shall be conducted, as necessary, according to the schedule of work shown in Attachment A, or as subsequently revised and approved by the Executive Officer as the work proceeds.
 - d. Quarterly gauging, sampling, and progress reports detailing all activities implemented and results obtained during the previous quarter, as required by this Order, shall be submitted within 30 days after the quarter ends, with the first report beginning February 1, 2000. With justification, the discharger may request a change in the frequency of reporting for the Executive Officer's approval. These reports must contain, at a minimum, the following information:

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- (1) A summary of all ground water elevation measurements from mean sea level and depths to ground water from all site monitoring wells. Monitoring wells should be sounded for total depth at each gauging event. This information shall be presented in tabular form to include well location (latitude/longitude) and on a plot plan depicting the location of the borings/wells with ground water contours depicting ground water flow direction and gradient information. Also, include contaminant isoconcentration contour maps in the reports.
 - (2) Analyses of all ground water samples collected from selected site monitoring wells during the sampling period together with an evaluation of all test results. Ground water sample collection procedures shall be according to an approved work plan.
 - (3) The above shall be submitted by hard-copy in a report and if requested, electronically in a format acceptable to the Executive Officer.
 - (4) Activities completed during the reporting period and a final compilation of the activity modifications proposed for the next reporting period. All workplan modifications must be approved by the Executive Officer.
- e. A final report describing any completed activities, as detailed in Attachment A, and results shall be submitted to this Board within 45 days following completion of any phase of the soil and ground water cleanup and investigation.
 - f. The investigation and cleanup program shall be directed and conducted by a Registered Civil Engineer or Geologist, or a Certified Engineering Geologist or Hydrogeologist.
2. Any investigation and cleanup activities required by this Order, currently in progress or conducted in the past, shall be included and made a part of the cleanup program.
 3. Abandonment of any groundwater wells(s) at the Site must be reported to the Executive Officer in advance. Any groundwater well removed must be replaced within three months, upon completion of the soil remediation activities, at a location approved by the Executive Officer; however, the Executive Officer may approve of the abandonment of groundwater wells without replacement. When a well is removed, all work shall be completed in accordance with all applicable well abandonment requirements.
 4. The Regional Board's authorized representative shall be allowed:
 - a. Entry upon the Site, at reasonable times, where a regulated facility or activity is located, conducted, or where records are kept, under the conditions of this Order;
 - b. Access, at reasonable times, to copy any records that are kept under the conditions of this Order;

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- c. To inspect any facility, equipment (including monitoring and control equipment), practices, or operations regulated or required under this Order, at reasonable times; and
 - d. To photograph, sample, and monitor for the purpose of assuring compliance with this Order, or as otherwise authorized by the California Water Code.
- 5. This Order is not intended to permit or allow the discharger to cease any work required by any other Order issued by this Regional Board, nor shall it be used as a reason to stop or redirect any investigation or cleanup or remediation programs ordered by this Board or any other agency.
 - 6. The discharger shall provide to the Regional Board advance notice of any planned physical alterations to the facility or planned changes in the facility's activities that may affect compliance with this Order.
 - 7. This Order does not exempt the discharger from compliance with any other laws, regulations, or ordinances which may be applicable, nor does it legalize these waste treatment and disposal facilities and it leaves unaffected any further restraints on those facilities which may be contained in other statutes or required by other agencies, except that compliance herewith shall not be deemed a violation of any of the foregoing.
 - 8. The discharger shall provide to the Regional Board advance notice of any planned change in name, ownership, or control of the facility; provide notice to any succeeding owner or operator of the existence of this Order by letter; forward a copy of such notification to the Regional Board.
 - 9. The Regional Board through its Executive Officer may revise this Order, as reasonably required, as additional information on this Site becomes available. Upon request by the discharger, and for good cause shown, the Executive Officer may defer, delete or extend the date of compliance for any action required of the discharger under this Order. The authority of the Regional Board, as contained in the California Water Code (CWC), to order investigation and cleanup additional to that described herein, based upon such new information, is in no way limited by this Order.
 - 10. Section 13304 of the CWC allows the Regional Board to recover reasonable expenses from responsible parties to oversee cleanup and abatement of unregulated discharges, which have adversely affected waters of the State.
 - 11. This Order in no way limits the authority of the Regional Board as contained in the CWC, to require additional investigation and cleanup pertinent to this project, based upon the discovery or receipt of new information. It is the intent of this Regional Board to issue Waste Discharge Requirements or other Orders pursuant to Sections 13260, 13304, and 13350 of the CWC when appropriate to facilitate this cleanup and abatement activity. Additionally, continued monitoring of the ground water quality beneath this Site for a defined period after the completion of this cleanup and abatement activity may be required.

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12. Failure to comply with the terms or conditions of this Order may result in imposition of civil liabilities, either administratively by the Regional Board or judicially by the Superior Court in accordance with Section 13350 of the CWC, and/or referral to the Attorney General of the State of California for such action as he may deem appropriate.

Ordered by:



DENNIS A. DICKERSON
for Executive Officer

Dated: May 28, 1999

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ATTACHMENT A

B. GROUNDWATER MONITORING

	<u>Date</u>
1. Submit the baseline groundwater data	June 28, 1999
2. Begin quarterly groundwater monitoring	Fourth Quarter 1999
3. Submit quarterly groundwater monitoring report	February 1, May 1, August 1, and November 1, each year, starting February 1, 2000

A. SOIL AND GROUNDWATER REMEDIATION

1. Begin soil remediation activities	June 30, 1999
2. Submit a final report for the soil remediation	October 30, 1999
3. Submit an Evaluation of Groundwater Conditions Report	October 30, 2000
4. Submit a work plan for groundwater remediation (if warranted)	To be determined
5. Begin groundwater remediation (if warranted)	To be determined
6. Submit a final report for groundwater remediation (if warranted)	To be determined
7. Submit a final report for closure	To be determined

Box 80053 .